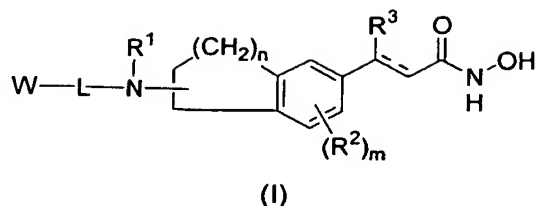


What is claimed is:

1. A compound of Formula I



wherein

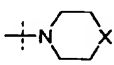
W is selected from H, (C₁-C₆)alkyl,

O-phenyl optionally substituted with up to 2 substituents each selected independently from R¹²,

phenyl optionally substituted with up to 2 substituents each selected independently from R¹², OH, COOR⁷, C(O)NHR⁷, S(O)₂(C₁-C₃)alkyl, NHS(O)₂(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, NH(C₁-C₃)alkyl,

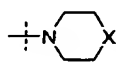
NHC(O)(C₁-C₃)alkyl, , and

(C₁-C₃)alkoxy substituted with 1 substituent selected from

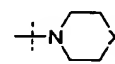
N[(C₁-C₃)alkyl]₂, NH(C₁-C₃)alkyl, and ,

indolyl optionally substituted with 1 or 2 substituents each selected independently from R¹², OH, C(O)O(C₁-C₄)alkyl,

(C₁-C₃)alkyl substituted with 1 or 2 substituents each selected independently from OH, C(O)R⁸, (C₁-C₃)alkoxy, pyrrolidinyl,

, imidazolyl, NH(C₁-C₃)alkyl, and N[(C₁-C₃)alkyl]₂, and

(C₁-C₃)alkoxy substituted with 1 substituent selected from NH(C₁-C₃)alkyl,

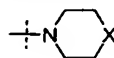
N[(C₁-C₃)alkyl]₂, pyrrolidinyl, imidazolyl,  and (C₁-C₃)alkoxy, and

another heteroaryl optionally substituted with up to 3 substituents each independently selected from R¹²;

L is selected from CHR⁴, CHR⁵-CHR⁶, and CHR⁵-CH₂-CHR⁶;

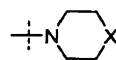
R¹ is selected from H, C(O)R¹⁰, C(O)OR⁷, tetrahydropyranyl, (C₃-C₆)cycloalkyl, phenyl optionally substituted with up to 2 substituents each independently

selected from R^{12} ,
 pyridyl, optionally substituted with up to 2 substituents each independently
 selected from R^{12} ,
 $S(O)_2$ -phenyl where said phenyl is optionally substituted with 1 or 2 substituents
 each independently selected from R^{12} , NH_2 , $NHC(O)(C_1-C_3)alkyl$,
 $NH(C_1-C_3)alkyl-N[(C_1-C_3)alkyl]_2$, $NH(C_1-C_3)alkyl-OH$, $COOH$, OH , and
 $(C_1-C_3)alkoxy$ substituted with 1 substituent selected from



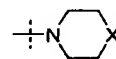
$N[(C_1-C_3)alkyl]_2$, OH , and

$S(O)_2(C_1-C_3)alkyl$ optionally substituted with one phenyl ring,
 $(C_1-C_6)alkyl$ optionally substituted with 1 or 2 substituents each independently
 selected from OR^{11} , $C(O)R^{10}$, $C(O)OR^7$, $N[(C_1-C_3)alkyl]_2$,



$(C_3-C_6)cycloalkyl$, dioxopyrrolidinyl, glucopyranosyl,
 glucopyranosylamino,

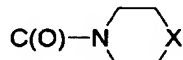
$(C_1-C_3)alkoxy$ optionally substituted with 1 or 2 substituents each



selected independently from OH , and imidazolyl,

O -phenyl optionally substituted with up to two substituents each
 independently selected from R^{12} ,

NH_2 where one H is optionally replaced with one substituent selected
 from $S(O)_2(C_1-C_3)alkyl$, $S(O)_2NH(C_1-C_3)alkyl$, $S(O)_2CF_3$, $C(O)R^7$,
 $S(O)_2N[(C_1-C_3)alkyl]_2$, $C(O)O(C_1-C_4)alkyl$, $C(O)NH(C_1-C_4)alkyl$,



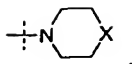
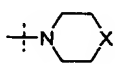
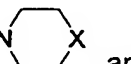
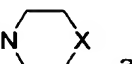
$C(O)N[(C_1-C_3)alkyl]_2$, and

$(C_1-C_4)alkyl$ optionally substituted with one OH group,

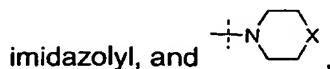
phenyl optionally substituted with 1 or 2 substituents each independently

selected from R^{12} , OH , $S-(C_1-C_3)alkyl$, $C(O)NH_2$, $S(O)_2NH_2$,
 $C(O)N[(C_1-C_3)alkyl]_2$, $S(O)_2(C_1-C_3)alkyl$, $S(O)_2NHC(O)(C_1-C_3)alkyl$,
 $C(O)(C_1-C_3)alkyl$, $C(O)NH(C_1-C_3)alkyl$, $NHS(O)_2(C_1-C_3)alkyl$,
 $NHS(O)_2N[(C_1-C_3)alkyl]_2$, $NHC(O)NH(C_1-C_3)alkyl$,
 $NHC(O)N[(C_1-C_3)alkyl]_2$, $NHC(O)NH_2$, $S(O)_2N[(C_1-C_3)alkyl]_2$,
 $NHS(O)_2NH(C_1-C_3)alkyl$, $NHC(O)(C_1-C_3)alkyl$,

$S(O)_2NH(C_1-C_3)alkyl$ optionally substituted with 1 substituent
 selected from $(C_1-C_3)alkoxy$, $NH(C_1-C_3)alkyl$,

- $\text{N}[(\text{C}_1\text{-C}_3)\text{alkyl}]_2$, and ,
 (C₁-C₃)alkyl substituted with one substituent selected
 from NHS(O)₂(C₁-C₃)alkyl, NHS(O)₂N[(C₁-C₃)alkyl]₂,
 NHC(O)NH(C₁-C₃)alkyl, NHC(O)N[(C₁-C₃)alkyl]₂,
 5 NHS(O)₂NH(C₁-C₃)alkyl, and NHC(O)(C₁-C₃)alkyl, and
 (C₁-C₃)alkoxy substituted with 1 substituent selected
 from OH, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, (C₁-C₃)alkoxy,
 and ,
 pyrrolyl optionally substituted with one substituent selected from R¹²,
 10 C(O)N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₃)alkyl, C(O)(C₁-C₃)alkyl,
 C(O)-, and S(O)₂(C₁-C₃)alkyl,
 pyrazolyl optionally substituted with up to 3 substituents each selected
 independently from R¹², C(O)N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₃)alkyl,
 and C(O)-, and
 15 another heteroaryl optionally substituted with up to two substituents each
 independently selected from R¹²;
 R² is in each instance selected independently from (C₁-C₃)alkyl, halo, (C₁-C₃)alkoxy,
 CF₃, NO₂, NH₂, CN, and COOH;
 R³ is selected from H, (C₁-C₃)alkyl, and halo;
 20 R⁴ is selected from H and (C₁-C₃)alkyl-OH;
 R⁵ is selected from H, OH and (C₁-C₃)alkyl;
 R⁶ is selected from H, C(O)OR⁷, C(O)R⁹, and
 (C₁-C₆)alkyl optionally substituted with one substituent selected from OH,
 NHS(O)₂(C₁-C₃)alkyl, and NHC(O)(C₁-C₃)alkyl;
 25 R⁷ is selected from H and (C₁-C₄)alkyl;
 R⁸ is selected from OH, NH₂, N[(C₁-C₃)alkyl]₂, morpholinyl, and pyrrolidinyl;
 R⁹ is selected from NH₂, morpholinyl, N[(C₁-C₃)alkyl]₂, and
 NH(C₁-C₃)alkyl optionally substituted with one substituent selected from
 OH, COOH, and N[(C₁-C₃)alkyl]₂;
 30 R¹⁰ is selected from (C₃-C₆)cycloalkyl, morpholinyl, N[(C₁-C₄)alkyl]₂, (C₁-C₃)alkoxy,
 heteroaryl optionally substituted with 1 or 2 substituents each independently
 selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, OH, halo and CF₃,

phenyl optionally substituted with 1 or 2 substituents each independently
selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, OH, halo and CF₃,
(C₁-C₃)alkyl optionally substituted with one substituent selected from phenyl,



5 NH(C₁-C₄)alkyl optionally substituted with 1 phenyl ring optionally substituted with
1 or 2 substituents each independently selected from (C₁-C₃)alkyl,
(C₁-C₃)alkoxy, halo and CF₃, and

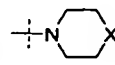
NH-phenyl where said phenyl is optionally substituted with 1 or 2 substituents
each independently selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, halo and
10 CF₃;

R¹¹ is selected from H, C(O)N[(C₁-C₃)alkyl]₂, C(O)-pyrrolidinyl, C(O)NH-phenyl, and
C(O)NH(C₁-C₃)alkyl optionally substituted with 1 phenyl ring;

R¹² is selected from (C₁-C₆)alkyl, (C₁-C₃)alkoxy, halo, NO₂, CN, CF₃, O-CF₃, and
phenyl optionally substituted with up to 2 substituents each selected
15 independently from halo, (C₁-C₃)alkyl, and (C₁-C₃)alkoxy;

X is selected from O, S, CH₂, and NH, and

when X is NH, the H on NH is optionally replaced with C(O)(C₁-C₃)alkyl,
S(O)₂(C₁-C₃)alkyl, or (C₁-C₆)alkyl

and when X is O, S, or CH₂, the  moiety is optionally substituted

20 by replacing any H atom in the  moiety with (C₁-C₄)alkyl;

m is selected from 0, 1 and 2;

n is selected from 1 and 2;

--- is selected from a double bond and a single bond;

or a pharmaceutically acceptable salt, ester or carbonate thereof.

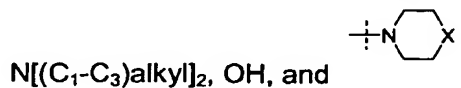
25

2. A compound of claim 1 wherein

R¹ is selected from H, C(O)R¹⁰, tetrahydropyranyl, (C₃-C₆)cycloalkyl,

S(O)₂-phenyl where said phenyl is optionally substituted with 1 or 2 substituents
each independently selected from R¹², -NH₂, NHC(O)(C₁-C₃)alkyl,

30 NH(C₁-C₃)alkyl-N[(C₁-C₃)alkyl]₂, NH(C₁-C₃)alkyl-OH, COOH, OH, and
(C₁-C₃)alkoxy substituted with 1 substituent selected from



S(O)₂(C₁-C₃)alkyl optionally substituted with one phenyl ring,
 (C₁-C₆)alkyl optionally substituted with 1 or 2 substituents each independently
 selected from OR¹¹, C(O)R¹⁰, C(O)OR⁷, N[(C₁-C₃)alkyl]₂,

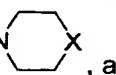
(C₃-C₆)cycloalkyl, dioxopyrrolidinyl, ,

(C₁-C₃)alkoxy optionally substituted with 1 or 2 substituents each

selected independently from OH, , and imidazolyl,

O-phenyl optionally substituted with up to two substituents each
 independently selected from R¹²,

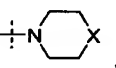
NH₂ where one H is optionally replaced with one substituent selected
 from S(O)₂(C₁-C₃)alkyl, S(O)₂NH(C₁-C₃)alkyl, S(O)₂CF₃, C(O)R⁷,
 S(O)₂N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₄)alkyl,

C(O)N[(C₁-C₃)alkyl]₂, C(O)-, and

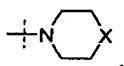
(C₁-C₄)alkyl optionally substituted with one OH group,

phenyl optionally substituted with 1 or 2 substituents each independently
 selected from R¹², OH, S-(C₁-C₃)alkyl, C(O)NH₂, S(O)₂NH₂,
 C(O)N[(C₁-C₃)alkyl]₂, S(O)₂(C₁-C₃)alkyl, S(O)₂NHC(O)(C₁-C₃)alkyl,
 C(O)(C₁-C₃)alkyl, C(O)NH(C₁-C₃)alkyl, NHS(O)₂(C₁-C₃)alkyl,
 NHS(O)₂N[(C₁-C₃)alkyl]₂, NHC(O)NH(C₁-C₃)alkyl,
 NHC(O)N[(C₁-C₃)alkyl]₂, NHC(O)NH₂, S(O)₂N[(C₁-C₃)alkyl]₂,
 NHS(O)₂NH(C₁-C₃)alkyl, NHC(O)(C₁-C₃)alkyl,

S(O)₂NH(C₁-C₃)alkyl optionally substituted with 1 substituent
 selected from (C₁-C₃)alkoxy, NH(C₁-C₃)alkyl,


N[(C₁-C₃)alkyl]₂, and ,

(C₁-C₃)alkyl substituted with one substituent selected
 from NHS(O)₂(C₁-C₃)alkyl, NHS(O)₂N[(C₁-C₃)alkyl]₂,
 NHC(O)NH(C₁-C₃)alkyl, NHC(O)N[(C₁-C₃)alkyl]₂,
 NHS(O)₂NH(C₁-C₃)alkyl, and NHC(O)(C₁-C₃)alkyl, and
 (C₁-C₃)alkoxy substituted with 1 substituent selected
 from OH, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, (C₁-C₃)alkoxy,


and ,

pyrrolyl optionally substituted with one substituent selected from R¹²,

$C(O)N[(C_1-C_3)alkyl]_2$, $C(O)NH(C_1-C_3)alkyl$, $C(O)(C_1-C_3)alkyl$,

$C(O)-N$ , and $S(O)_2(C_1-C_3)alkyl$,

pyrazolyl optionally substituted with up to 3 substituents each selected independently from R^{12} , $C(O)N[(C_1-C_3)alkyl]_2$, $C(O)NH(C_1-C_3)alkyl$,

and $C(O)-N$ , and

another heteroaryl optionally substituted with up to two substituents each independently selected from R^{12} ;

R^{10} is selected from $(C_3-C_6)cycloalkyl$, $N[(C_1-C_4)alkyl]_2$, $(C_1-C_3)alkyl$, $NH(C_1-C_4)alkyl$,

heteroaryl optionally substituted with 1 or 2 substituents each independently

selected from $(C_1-C_3)alkyl$, $(C_1-C_3)alkoxy$, OH , halo and CF_3 ,

phenyl optionally substituted with 1 or 2 substituents each independently

selected from $(C_1-C_3)alkyl$, $(C_1-C_3)alkoxy$, OH , halo and CF_3 ;

R^{11} is H;

R^{12} is selected from $(C_1-C_3)alkyl$, $(C_1-C_3)alkoxy$, halo, NO_2 , CN , CF_3 , and $O-CF_3$; and

m is selected from 0 and 1.

3. A compound of claim 1 wherein

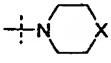
W is selected from

O-phenyl optionally substituted with up to 2 substituents selected from R^{12} ,

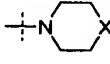
phenyl optionally substituted with up to 2 substituents each selected

independently from R^{12} , OH , $COOR^7$, $C(O)NHR^7$, $S(O)_2(C_1-C_3)alkyl$,

$NHS(O)_2(C_1-C_3)alkyl$, $N[(C_1-C_3)alkyl]_2$, $NH(C_1-C_3)alkyl$,

$NHC(O)(C_1-C_3)alkyl$, , and

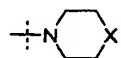
$(C_1-C_3)alkoxy$ substituted with 1 substituent selected from

$N[(C_1-C_3)alkyl]_2$, $NH(C_1-C_3)alkyl$, and 

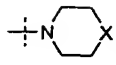
indolyl optionally substituted with 1 or 2 substituents each selected independently from R^{12} , OH , $C(O)O(C_1-C_4)alkyl$,

$(C_1-C_3)alkyl$ substituted with 1 or 2 substituents each selected

independently from OH , $C(O)R^8$, $(C_1-C_3)alkoxy$, pyrrolidinyl,

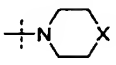
,

imidazolyl, $NH(C_1-C_3)alkyl$, and $N[(C_1-C_3)alkyl]_2$, and $(C_1-C_3)alkoxy$ substituted with 1 substituent selected from $NH(C_1-C_3)alkyl$,

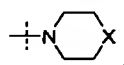
$N[(C_1-C_3)alkyl]_2$, pyrrolidinyl, imidazolyl,  and
(C₁-C₃)alkoxy, and

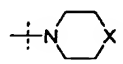
another heteroaryl optionally substituted with up to 3 substituents each
independently selected from R¹²;

- 5 R¹ is selected from H, C(O)R¹⁰, tetrahydropyranyl, (C₃-C₆)cycloalkyl,
S(O)₂-phenyl where said phenyl is optionally substituted with 1 or 2 substituents
each independently selected from R¹², -NH₂, NHC(O)(C₁-C₃)alkyl,
NH(C₁-C₃)alkyl-N[(C₁-C₃)alkyl]₂, NH(C₁-C₃)alkyl-OH, COOH, OH, and
(C₁-C₃)alkoxy substituted with 1 substituent selected from

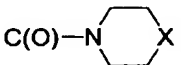
10 ,
N[(C₁-C₃)alkyl]₂, OH, and

S(O)₂(C₁-C₃)alkyl optionally substituted with one phenyl ring,
(C₁-C₆)alkyl optionally substituted with 1 or 2 substituents each independently
selected from OR¹¹, C(O)R¹⁰, C(O)OR⁷, N[(C₁-C₃)alkyl]₂,

15 (C₃-C₆)cycloalkyl, dioxypyrrolidinyl, ,
(C₁-C₃)alkoxy optionally substituted with 1 or 2 substituents each

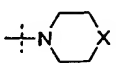
selected independently from OH, , and imidazolyl,
O-phenyl optionally substituted with up to two substituents each
independently selected from R¹²,

- 20 NH₂ where one H is optionally replaced with one substituent selected
from S(O)₂(C₁-C₃)alkyl, S(O)₂NH(C₁-C₃)alkyl, S(O)₂CF₃, C(O)R⁷,
S(O)₂N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₄)alkyl,

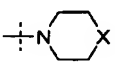
C(O)N[(C₁-C₃)alkyl]₂, , and
(C₁-C₄)alkyl optionally substituted with one OH group,

- 25 phenyl optionally substituted with 1 or 2 substituents each independently
selected from R¹², OH, S-(C₁-C₃)alkyl, C(O)NH₂, S(O)₂NH₂,
C(O)N[(C₁-C₃)alkyl]₂, S(O)₂(C₁-C₃)alkyl, S(O)₂NHC(O)(C₁-C₃)alkyl,
C(O)(C₁-C₃)alkyl, C(O)NH(C₁-C₃)alkyl, NHS(O)₂(C₁-C₃)alkyl,
NHS(O)₂N[(C₁-C₃)alkyl]₂, NHC(O)NH(C₁-C₃)alkyl,
30 NHC(O)N[(C₁-C₃)alkyl]₂, NHC(O)NH₂, S(O)₂N[(C₁-C₃)alkyl]₂,
NHS(O)₂NH(C₁-C₃)alkyl, NHC(O)(C₁-C₃)alkyl,
S(O)₂NH(C₁-C₃)alkyl optionally substituted with 1 substituent

selected from (C₁-C₃)alkoxy, NH(C₁-C₃)alkyl,

N[(C₁-C₃)alkyl]₂, and ,


(C₁-C₃)alkyl substituted with one substituent selected
from NHS(O)₂(C₁-C₃)alkyl, NHS(O)₂N[(C₁-C₃)alkyl]₂,
NHC(O)NH(C₁-C₃)alkyl, NHC(O)N[(C₁-C₃)alkyl]₂,
NHS(O)₂NH(C₁-C₃)alkyl, and NHC(O)(C₁-C₃)alkyl, and
(C₁-C₃)alkoxy substituted with 1 substituent selected
from OH, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, (C₁-C₃)alkoxy,

and ,

pyrrolyl optionally substituted with one substituent selected from R¹²,
C(O)N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₃)alkyl, C(O)(C₁-C₃)alkyl,

C(O)-N, and S(O)₂(C₁-C₃)alkyl,

pyrazolyl optionally substituted with up to 3 substituents each selected
independently from R¹², C(O)N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₃)alkyl,

and C(O)-N, and

another heteroaryl optionally substituted with up to two substituents each
independently selected from R¹²;

R² is in each instance selected independently from (C₁-C₃)alkyl, halo, (C₁-C₃)alkoxy or CF₃;

R⁴ and R⁵ are each H;

R⁶ is selected from H, and

(C₁-C₆)alkyl optionally substituted with one substituent selected from OH,
NHS(O)₂(C₁-C₃)alkyl, and NHC(O)(C₁-C₃)alkyl;

R¹⁰ is selected from (C₃-C₆)cycloalkyl, N[(C₁-C₄)alkyl]₂, (C₁-C₃)alkyl, NH(C₁-C₄)alkyl,
heteroaryl optionally substituted with 1 or 2 substituents each independently

selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, OH, halo and CF₃,

phenyl optionally substituted with 1 or 2 substituents each independently
selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, OH, halo and CF₃;

R¹¹ is H;

R¹² is selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, halo, NO₂, CN, CF₃, and O-CF₃; and

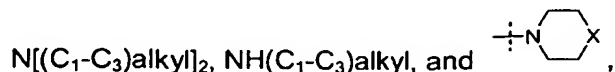
m is selected from 0 and 1.

4. A compound of claim 3 wherein

W is selected from

phenyl optionally substituted with up to 2 substituents each selected independently from R^{12} , and
(C_1 - C_3)alkoxy substituted with 1 substituent selected from

5



indolyl optionally substituted with 1 or 2 substituents each selected independently from R^{12} ,

(C_1 - C_3)alkyl substituted with 1 or 2 substituents each selected independently from OH and (C_1 - C_3)alkoxy, and

10

another heteroaryl optionally substituted with up to 3 substituents each independently selected from R^{12} .

5. A compound of claim 3 wherein L is CHR^5-CHR^6 .

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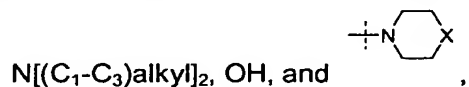
6. A compound of claim 3 wherein

R^1 is selected from H, $C(O)R^{10}$, tetrahydropyranyl,

$S(O)_2$ -phenyl where said phenyl is optionally substituted with 1 or 2 substituents each independently selected from R^{12} , COOH, OH, and

20

(C_1 - C_3)alkoxy substituted with 1 substituent selected from



(C_1 - C_6)alkyl optionally substituted with 1 or 2 substituents each independently selected from OR^{11} , $N[(C_1-C_3)alkyl]_2$,

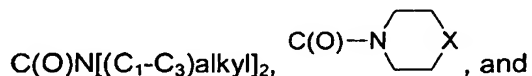


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(C_1 - C_3)alkoxy optionally substituted with 1 or 2 OH,

NH_2 where one H is replaced with one substituent selected

from $S(O)_2(C_1-C_3)alkyl$, $S(O)_2NH(C_1-C_3)alkyl$, $S(O)_2CF_3$, $C(O)R^7$,
 $S(O)_2N[(C_1-C_3)alkyl]_2$, $C(O)NH(C_1-C_4)alkyl$,

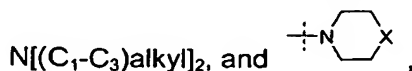


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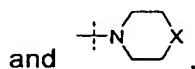
(C_1 - C_4)alkyl optionally substituted with one OH group,

phenyl optionally substituted with 1 or 2 substituents each independently selected from R^{12} , OH, $C(O)NH_2$, $S(O)_2NH_2$,

S(O)₂NHC(O)(C₁-C₃)alkyl, C(O)NH(C₁-C₃)alkyl,
 NHS(O)₂(C₁-C₃)alkyl, NHS(O)₂N[(C₁-C₃)alkyl]₂,
 NHC(O)NH(C₁-C₃)alkyl, NHC(O)N[(C₁-C₃)alkyl]₂, NHC(O)NH₂,
 NHS(O)₂NH(C₁-C₃)alkyl, NHC(O)(C₁-C₃)alkyl,
 S(O)₂NH(C₁-C₃)alkyl optionally substituted with 1 substituent
 selected from (C₁-C₃)alkoxy, NH(C₁-C₃)alkyl,



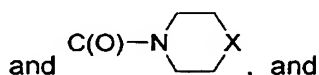
(C₁-C₃)alkyl substituted with one substituent selected
 from NHS(O)₂(C₁-C₃)alkyl, NHS(O)₂N[(C₁-C₃)alkyl]₂,
 NHC(O)NH(C₁-C₃)alkyl, NHC(O)N[(C₁-C₃)alkyl]₂,
 NHS(O)₂NH(C₁-C₃)alkyl, and NHC(O)(C₁-C₃)alkyl, and
 (C₁-C₃)alkoxy substituted with 1 substituent selected
 from OH, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, (C₁-C₃)alkoxy,



pyrrolyl optionally substituted with one substituent selected from R¹²,
 C(O)N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₃)alkyl, C(O)(C₁-C₃)alkyl,



pyrazolyl optionally substituted with up to 3 substituents each selected
 independently from R¹², C(O)N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₃)alkyl,

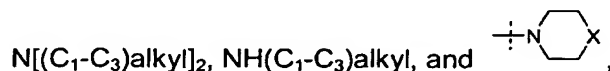


another heteroaryl optionally substituted with up to two substituents each
 independently selected from R¹².

7. A compound of claim 1 wherein

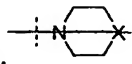
W is selected from

phenyl optionally substituted with up to 2 substituents each selected
 independently from R¹², and
 (C₁-C₃)alkoxy substituted with 1 substituent selected from



indolyl optionally substituted with 1 or 2 substituents each selected independently
 from R¹²,

(C₁-C₃)alkyl substituted with 1 or 2 substituents each selected

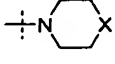
independently from OH, (C₁-C₃)alkoxy, ,

another heteroaryl optionally substituted with up to 3 substituents each independently selected from R¹²;

5 L is CHR⁵-CHR⁶;

R¹ is selected from H, C(O)R¹⁰, tetrahydropyranyl,

S(O)₂-phenyl where said phenyl is optionally substituted with 1 or 2 substituents each independently selected from R¹², COOH, OH, and (C₁-C₃)alkoxy substituted with 1 substituent selected from

10 N[(C₁-C₃)alkyl]₂, OH, and ,

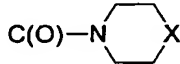
(C₁-C₆)alkyl optionally substituted with 1 or 2 substituents each independently selected from OR¹¹, N[(C₁-C₃)alkyl]₂,

(C₃-C₆)cycloalkyl, ,

(C₁-C₃)alkoxy optionally substituted with 1 or 2 OH groups,

15 NH₂ where one H is replaced with one substituent selected

from S(O)₂(C₁-C₃)alkyl, S(O)₂NH(C₁-C₃)alkyl, S(O)₂CF₃, C(O)R⁷, S(O)₂N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₄)alkyl,

C(O)N[(C₁-C₃)alkyl]₂, , and

(C₁-C₄)alkyl optionally substituted with one OH group,

20 phenyl optionally substituted with 1 or 2 substituents each independently selected from R¹², OH, C(O)NH₂, S(O)₂NH₂,

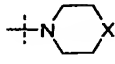
S(O)₂NHC(O)(C₁-C₃)alkyl, C(O)NH(C₁-C₃)alkyl,

NHS(O)₂(C₁-C₃)alkyl, NHS(O)₂N[(C₁-C₃)alkyl]₂,

NHC(O)NH(C₁-C₃)alkyl, NHC(O)N[(C₁-C₃)alkyl]₂, NHC(O)NH₂,

25 NHS(O)₂NH(C₁-C₃)alkyl, NHC(O)(C₁-C₃)alkyl,

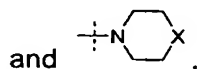
S(O)₂NH(C₁-C₃)alkyl optionally substituted with 1 substituent selected from (C₁-C₃)alkoxy, NH(C₁-C₃)alkyl,

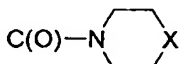
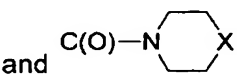
N[(C₁-C₃)alkyl]₂, and ,

(C₁-C₃)alkyl substituted with one substituent selected

30 from NHS(O)₂(C₁-C₃)alkyl, NHS(O)₂N[(C₁-C₃)alkyl]₂, NHC(O)NH(C₁-C₃)alkyl, NHC(O)N[(C₁-C₃)alkyl]₂,

NHS(O)₂NH(C₁-C₃)alkyl, and NHC(O)(C₁-C₃)alkyl, and
(C₁-C₃)alkoxy substituted with 1 substituent selected
from OH, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, (C₁-C₃)alkoxy,



- 5 pyrrolyl optionally substituted with one substituent selected from R¹²,
C(O)N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₃)alkyl, C(O)(C₁-C₃)alkyl,
, and S(O)₂(C₁-C₃)alkyl,
pyrazolyl optionally substituted with up to 3 substituents each selected
independently from R¹², C(O)N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₃)alkyl,
10 and , and
another heteroaryl optionally substituted with up to two substituents each
independently selected from R¹²;

R² is halo;

R⁵ is H;

- 15 R⁶ is selected from H, and

(C₁-C₆)alkyl optionally substituted with one substituent selected from OH,
NHS(O)₂(C₁-C₃)alkyl, and NHC(O)(C₁-C₃)alkyl;

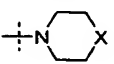
R¹⁰ is selected from (C₃-C₆)cycloalkyl, N[(C₁-C₄)alkyl]₂, (C₁-C₃)alkyl and NH(C₁-C₄)alkyl;

R¹¹ is H;

- 20 R¹² is selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, halo, NO₂, CN, CF₃, and O-CF₃; and
m is selected from 0, and 1.

8. A compound of claim 7 wherein

W is selected from

- 25 phenyl optionally substituted with up to 2 substituents each selected
independently from R¹², and
(C₁-C₃)alkoxy substituted with 1 substituent selected from
N[(C₁-C₃)alkyl]₂, NH(C₁-C₃)alkyl, and ,
indolyl optionally substituted with 1 or 2 substituents each selected independently
30 from R¹²,
(C₁-C₃)alkyl substituted with 1 or 2 substituents each selected
independently from OH, and (C₁-C₃)alkoxy.

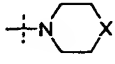
9. A compound of claim 7 wherein

R^1 is selected from H,

$S(O)_2$ -phenyl where said phenyl is optionally substituted with 1 or 2 substituents

5 each independently selected from R^{12} , COOH, and OH,

(C_1 - C_6)alkyl optionally substituted with 1 or 2 substituents each independently


selected from OR^{11} , (C_3 - C_6)cycloalkyl, , and

(C_1 - C_3)alkoxy optionally substituted with 1 or 2 OH groups,

NH_2 where one H is replaced with one substituent selected from

10 $S(O)_2(C_1$ - C_3)alkyl, $S(O)_2NH(C_1$ - C_3)alkyl, $S(O)_2CF_3$, $C(O)R^7$,

$S(O)_2N[(C_1$ - C_3)alkyl] $_2$, $C(O)NH(C_1$ - C_4)alkyl, $C(O)N[(C_1$ - C_3)alkyl] $_2$,

$C(O)-N$ , and

(C_1 - C_4)alkyl optionally substituted with one OH group,

phenyl optionally substituted with 1 or 2 substituents each independently

15 selected from R^{12} , OH, $C(O)NH_2$, $S(O)_2NH_2$,

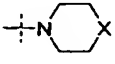
$S(O)_2NHC(O)(C_1$ - C_3)alkyl, $C(O)NH(C_1$ - C_3)alkyl,

$NHS(O)_2(C_1$ - C_3)alkyl, $NHS(O)_2N[(C_1$ - C_3)alkyl] $_2$,

$NHC(O)NH(C_1$ - C_3)alkyl, $NHC(O)N[(C_1$ - C_3)alkyl] $_2$, $NHC(O)NH_2$,

$NHS(O)_2NH(C_1$ - C_3)alkyl, $NHC(O)(C_1$ - C_3)alkyl,

20 $S(O)_2NH(C_1$ - C_3)alkyl optionally substituted with 1 substituent
selected from (C_1 - C_3)alkoxy, $NH(C_1$ - C_3)alkyl,

$N[(C_1$ - C_3)alkyl] $_2$, and ,

(C_1 - C_3)alkyl substituted with one substituent selected

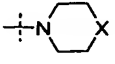
from $NHS(O)_2(C_1$ - C_3)alkyl, $NHS(O)_2N[(C_1$ - C_3)alkyl] $_2$,

25 $NHC(O)NH(C_1$ - C_3)alkyl, $NHC(O)N[(C_1$ - C_3)alkyl] $_2$,

$NHS(O)_2NH(C_1$ - C_3)alkyl, and $NHC(O)(C_1$ - C_3)alkyl, and

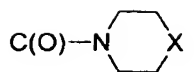
(C_1 - C_3)alkoxy substituted with 1 substituent selected

from OH, $NH(C_1$ - C_3)alkyl, $N[(C_1$ - C_3)alkyl] $_2$, (C_1 - C_3)alkoxy,

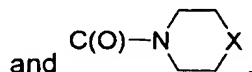
and ,

30 pyrrolyl optionally substituted with one substituent selected from R^{12} ,

$C(O)N[(C_1$ - C_3)alkyl] $_2$, $C(O)NH(C_1$ - C_3)alkyl, $C(O)(C_1$ - C_3)alkyl, and



pyrazolyl optionally substituted with up to 3 substituents each selected independently from R^{12} , $\text{C(O)N}[(\text{C}_1\text{-C}_3)\text{alkyl}]_2$, $\text{C(O)NH}(\text{C}_1\text{-C}_3)\text{alkyl}$,



5

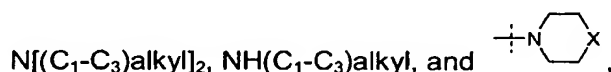
10. A compound of claim 1 wherein

W is selected from

phenyl optionally substituted with up to 2 substituents each selected independently from R^{12} , and

10

$(\text{C}_1\text{-C}_3)\text{alkoxy}$ substituted with 1 substituent selected from



indolyl optionally substituted with 1 or 2 substituents each selected independently from R^{12} ,

$(\text{C}_1\text{-C}_3)\text{alkyl}$ substituted with 1 or 2 substituents each selected

15

independently from OH, and $(\text{C}_1\text{-C}_3)\text{alkoxy}$;

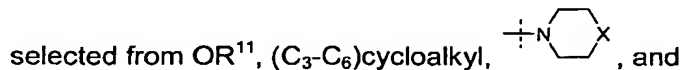
L is $\text{CHR}^5\text{-CHR}^6$;

R^1 is selected from H,

$\text{S(O)}_2\text{-phenyl}$ where said phenyl is optionally substituted with 1 or 2 substituents each independently selected from R^{12} , COOH, and OH,

20

$(\text{C}_1\text{-C}_6)\text{alkyl}$ optionally substituted with 1 or 2 substituents each independently



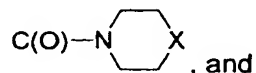
$(\text{C}_1\text{-C}_3)\text{alkoxy}$ optionally substituted with 1 or 2 OH groups,

NH_2 where one H is replaced with one substituent selected from

$\text{S(O)}_2(\text{C}_1\text{-C}_3)\text{alkyl}$, $\text{S(O)}_2\text{NH}(\text{C}_1\text{-C}_3)\text{alkyl}$, $\text{S(O)}_2\text{CF}_3$, C(O)R^7 ,

25

$\text{S(O)}_2\text{N}[(\text{C}_1\text{-C}_3)\text{alkyl}]_2$, $\text{C(O)NH}(\text{C}_1\text{-C}_4)\text{alkyl}$, $\text{C(O)N}[(\text{C}_1\text{-C}_3)\text{alkyl}]_2$,



$(\text{C}_1\text{-C}_4)\text{alkyl}$ optionally substituted with one OH group,

phenyl optionally substituted with 1 or 2 substituents each independently selected from R^{12} , OH, C(O)NH_2 , $\text{S(O)}_2\text{NH}_2$,

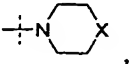
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$\text{S(O)}_2\text{NHC(O)}(\text{C}_1\text{-C}_3)\text{alkyl}$, $\text{C(O)NH}(\text{C}_1\text{-C}_3)\text{alkyl}$,

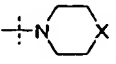
$\text{NHS(O)}_2(\text{C}_1\text{-C}_3)\text{alkyl}$, $\text{NHS(O)}_2\text{N}[(\text{C}_1\text{-C}_3)\text{alkyl}]_2$,

NHC(O)NH(C₁-C₃)alkyl, NHC(O)N[(C₁-C₃)alkyl]₂, NHC(O)NH₂,
 NHS(O)₂NH(C₁-C₃)alkyl, NHC(O)(C₁-C₃)alkyl,
 S(O)₂NH(C₁-C₃)alkyl optionally substituted with 1 substituent
 selected from (C₁-C₃)alkoxy, NH(C₁-C₃)alkyl,

5


N[(C₁-C₃)alkyl]₂, and ,
 (C₁-C₃)alkyl substituted with one substituent selected
 from NHS(O)₂(C₁-C₃)alkyl, NHS(O)₂N[(C₁-C₃)alkyl]₂,
 NHC(O)NH(C₁-C₃)alkyl, NHC(O)N[(C₁-C₃)alkyl]₂,
 NHS(O)₂NH(C₁-C₃)alkyl, and NHC(O)(C₁-C₃)alkyl, and
 (C₁-C₃)alkoxy substituted with 1 substituent selected
 from OH, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, (C₁-C₃)alkoxy,

10


and ,

pyrrolyl optionally substituted with one substituent selected from R¹²,
 C(O)N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₃)alkyl, C(O)(C₁-C₃)alkyl, and

15

C(O)-,

pyrazolyl optionally substituted with up to 3 substituents each selected
 independently from R¹², C(O)N[(C₁-C₃)alkyl]₂, C(O)NH(C₁-C₃)alkyl,

and C(O)-;

R² is halo;

20

R³ is selected from H, and (C₁)alkyl;

R⁵ is H;

R⁶ is selected from H, and (C₁-C₆)alkyl optionally substituted with one OH group;

R⁷ is selected from H and (C₁-C₄)alkyl;

R¹¹ is H;

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R¹² is selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, halo, CN, and CF₃;

m is selected from 0, and 1; and

n is 1.

11. A compound of claim 10 wherein L is CH₂-CH₂.

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12. A pharmaceutical composition comprising a compound of Claim 1.

13. A pharmaceutical composition comprising a compound of Claim 2.
14. A pharmaceutical composition comprising a compound of Claim 3.
15. A pharmaceutical composition comprising a compound of Claim 4.
16. A pharmaceutical composition comprising a compound of Claim 5.
- 5 17. A pharmaceutical composition comprising a compound of Claim 6.
18. A pharmaceutical composition comprising a compound of Claim 7.
19. A pharmaceutical composition comprising a compound of Claim 8.
20. A pharmaceutical composition comprising a compound of Claim 9.
21. A pharmaceutical composition comprising a compound of Claim 10.
- 10 22. A pharmaceutical composition comprising a compound of Claim 11.
23. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 1.
- 15 24. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 2.
25. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 3.
- 20 26. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 4.
- 25 27. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 5.
28. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 6.
- 30 29. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 7.

30. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 8.
- 5 31. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 9.
32. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 10.
- 10 33. A method of treating a hyper-proliferative disorder in a mammal comprising administering to a mammal in need thereof a pharmaceutically effective amount of a compound of Claim 11.
34. A method of any of Claim 23, Claim 24, Claim 25, Claim 26, Claim 27, Claim 28, Claim 29, Claim 30, Claim 31, Claim 32, and Claim 33, wherein the hyper-proliferative disorder
15 is selected from solid tumors, lymphomas, sarcomas and leukemias.
35. A method of claim 34 wherein the disorder is selected from solid tumors.
36. A method according to claim 35 wherein the tumor is selected from cancers of the breast, reproductive organs, respiratory tract, brain, head, neck, hematopoietic tissue, digestive tract and urinary tract.
- 20 37. A method according to claim 36 wherein the disorder is selected from cancers of the breast, prostate, ovary, lung, colon, head, neck and hematopoietic tissue.